

Filing Fee:
\$85.00

Make check payable to:
Secretary of State

Please file by
APRIL 1, 2013

STATE OF MAINE
2013 ANNUAL REPORT
FOR LIMITED LIABILITY COMPANIES ON FILE AS OF
DECEMBER 31, 2012

Pursuant to 31 MRSA §1665.3, the information on the
report must be current as of the date signed.

Do not change any preprinted information on this form.

Filing by April 1, 2013 will allow us to
provide better service. The legal
filing deadline is still June 1, 2013.
A \$50 late filing fee will be assessed
if the report is late.

DCN Number:

2130019060236

Charter Number:

20051139DC

VILLAGE AT LITTLE FALLS, LLC
ANDREW BLOOM, REGISTERED AGENT
100 COMMERCIAL STREET SUITE 410
PORTLAND, ME 04101

If you have any questions regarding the completion of this annual report or if the preprinted information on this report form is incorrect, contact the **Reporting & Information Section at (207) 624-7752**. All corporate forms are available on our website at www.maine.gov/sos/ccd/corp. To file your annual report online, go to www.SOSonline.org and click on the Interactive Corporate Services link. Please see reverse side of this form for additional filing instructions. →→→

1. A brief statement of the character of the business in which the limited liability company is actually engaged in the State of Maine; if none, so indicate: (31 MRSA §1665.1.D)

General Real Estate

2. Name of at least one Member or Manager, or
other authorized person: (31 MRSA §1665.1.E)

Street address of each (not P.O. Box):
(physical location (not P.O. Box) - street, town/city, zip)

Michael Arman, Authorized Signatory 250 Park Avenue S, 3rd Fl, New York, NY
10003

THIS PREPRINTED FORM MUST BE USED. However if more space is needed, please attach additional pages, using one side only. All attachments must contain the name and charter number of the limited liability company across the top of the page. Each page should be numbered consecutively. List number of pages attached: 2

Dated: 8/22/2013



Michael Arman
Authorized Signatory

(AUTHORIZED SIGNATURE)

(TYPE OR PRINT NAME AND CAPACITY)

(Exception - 31 MRSA §1676.1.B. Penalty for untrue or omitted material facts - 31 MRSA §1676.)

RETURN TO: Reporting Section, Bureau of Corporations, Elections and Commissions, 101 State House Station, Augusta, Maine 04333-0101
FORM NO. AELC-13

Maine Secretary of State



**2012 Annual Report
Electronic Filing Acknowledgment**

For Limited Liability Companies on file as of December 31, 2011

Charter Number: 20051139DC
DCN Number: 2120019061111
Legal Name: VILLAGE AT LITTLE FALLS, LLC

Registered Agent's Name and Address:

ANDREW BLOOM
100 COMMERCIAL STREET SUITE 410
PORTLAND, ME 04101

Brief statement of the character of the business:

REAL ESTATE DEVELOPMENT

Name and Address of Members, Managers or other Authorized Persons:

RENEE LEWIS
100 COMMERCIAL STREET SUITE 410
PORTLAND ME 04101

Date of Filing: May 8, 2012

Name and Capacity of Authorizing Party:

MICHAEL J ARMAN, SECRETARY

Maine Secretary of State



**2011 Annual Report
Electronic Filing Acknowledgment**

For Limited Liability Companies on file as of December 31, 2010

Charter Number: 20051139DC
DCN Number: 2110019062092
Legal Name: VILLAGE AT LITTLE FALLS, LLC

Registered Agent's Name and Address:

ANDREW BLOOM
100 COMMERCIAL STREET SUITE 410
PORTLAND, ME 04101

Brief statement of the character of the business:

REAL ESTATE DEVELOPMENT

Name and Address of Manager:

RENEE LEWIS
100 COMMERCIAL STREET SUITE 410
PORTLAND ME 04101

Date of Filing: February 1, 2011

Name and Capacity of Authorizing Party:

MICHAEL ARMAN, AUTHORIZED SIGNER

Maine Secretary of State



2010 Annual Report Electronic Filing Acknowledgment

For Limited Liability Companies on file as of December 31, 2009

Charter Number: 20051139DC
DCN Number: 2100019063190
Legal Name: VILLAGE AT LITTLE FALLS, LLC

Registered Agent's Name and Address:

FRANK K. N. CHOWDRY
100 COMMERCIAL STREET SUITE 410
PORTLAND, ME 04101

Brief statement of the character of the business:

REAL ESTATE DEVELOPMENT

Name and Address of Manager:

RENEE LEWIS
100 COMMERCIAL STREET SUITE 410
PORTLAND ME 04101

Date of Filing: May 19, 2010

Name and Capacity of Authorizing Party:

MICHAEL ARMAN, CFO

Filing Fee.
\$85.00

Make check payable to:
Secretary of State

Please file by
APRIL 1, 2009

STATE OF MAINE
2009 ANNUAL REPORT
FOR LIMITED LIABILITY COMPANIES ON FILE AS OF
DECEMBER 31, 2008

Pursuant to 31 MRSA §757.2, the information on the
report must be current as of the date signed.

Do not change any preprinted information on this form.

Filing by April 1, 2009 will allow us to
provide better service. The legal
filing deadline is still June 1, 2009.
A \$50 late filing fee will be assessed
if the report is late.

DCN Number

2090019855423

Charter Number.

20051139DC

VILLAGE AT LITTLE FALLS, LLC
FRANK K. N. CHOWDRY, REGISTERED AGENT
P.O. BOX 4510
PORTLAND, ME 04112-4510

If you have any questions regarding the completion of this annual report or if the preprinted information on this report form is incorrect, contact the Reporting & Information Section at (207) 624-7752. All corporate forms are available on our website at www.maine.gov/sos/cec/corp. To file your annual report online, go to www.SOSonline.org and click on the Interactive Corporate Services link. Please see reverse side of this form for additional filing instructions. →→→

1. A brief statement of the character of the business in which the limited liability company is actually engaged in the State of Maine, if none, so indicate. (31 MRSA §757.1 C)

Real Estate Development

2. Name of 1 to 7 Managers.
(31 MRSA §757.1 D, §601 and §691)

Renee Lewis

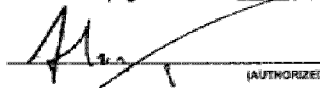
Street address of each (not P.O. Box)

(physical location (not P.O. Box) - street or rural route number, town/city, zip)

2 Market Street, Portland, Maine 04101

THIS PREPRINTED FORM MUST BE USED. However if more space is needed, please attach additional pages, using one side only. All attachments must contain the name and charter number of the limited liability company across the top of the page. Each page should be numbered consecutively. List number of pages attached:

Dated: May 19, 2009


(AUTHORIZED SIGNATURE)
Frank K. N. Chowdry, Registered Agent
(TYPE OR PRINT NAME AND CAPACITY)
(Exception - 31 MRSA §757.3. Penalty for untrue or omitted material facts - 31 MRSA §627.3 and §721.2.)

RETURN TO: Reporting Section, Bureau of Corporations, Elections and Commissions, 101 State House Station, Augusta, Maine 04333-0101
FORM NO. MLLC-13

Filing Fee:
\$85.00

Make check payable to:
Secretary of State

Please file by
APRIL 1, 2008

STATE OF MAINE
2008 ANNUAL REPORT
FOR LIMITED LIABILITY COMPANIES ON FILE AS OF
DECEMBER 31, 2007

Pursuant to 31 MRSA §757.2, the information on the
report must be current as of the date signed.

Do not change any preprinted information on this form.

Filing by April 1, 2008 will allow us to
provide better service. The legal
filing deadline is still June 1, 2008.
A \$50 late filing fee will be assessed
if the report is late.

DCN Number

2080019867618

Charter Number

20051139DC

VILLAGE AT LITTLE FALLS, LLC
FRANK K. N. CHOWDRY, REGISTERED AGENT
P.O. BOX 4510
PORTLAND, ME 04112-4510

If you have any questions regarding the completion of this annual report or if the preprinted information on this report form is incorrect, contact the Reporting & Information Section at (207) 624-7752. All corporate forms are available on our website at www.maine.gov/sos/cec/corp. To file your annual report online, go to www.SOSonline.org and click on the Interactive Corporate Services link. Please see reverse side of this form for additional filing instructions. →→→

1. A brief statement of the character of the business in which the limited liability company is actually engaged in the State of Maine, if none, so indicate. (31 MRSA §757.1 c)

Real Estate Development

2. Name of 1 to 7 Managers:
(31 MRSA §757.1 D, §651 and §691)

Street address of each (not P.O. Box):
(physical location (not P.O. Box) - street or rural route number, town/city, zip)

Renee Lewis

2 Market St. Portland ME 04101

THIS PREPRINTED FORM MUST BE USED. However if more space is needed, please attach additional pages, using one side only. All attachments must contain the name and charter number of the limited liability company across the top of the page. Each page should be numbered consecutively. List number of pages attached: 0

Dated: April 2, 2008

(AUTHORIZED SIGNATURE)

Renee Lewis Manager

(TYPE OR PRINT NAME AND CAPACITY)

(31 MRSA §757.3. Penalty for untrue or omitted material facts - 31 MRSA §627.3 and §721.2.)

RETURN TO: Reporting Section, Bureau of Corporations, Elections and Commissions, 101 State House Station, Augusta, Maine 04333-0101
FORM NO. MLLC-43

Maine Secretary of State



**2007 Annual Report
Electronic Filing Acknowledgment**

For Limited Liability Companies on file as of December 31, 2006

Charter Number: 20051139DC
DCN Number: 2070019857925
Legal Name: VILLAGE AT LITTLE FALLS, LLC

Registered Agent and Registered Office:

FRANK K. N. CHOWDRY
P.O. BOX 4510
PORTLAND, ME 04112-4510

Brief statement of the character of the business:

REAL ESTATE DEVELOPMENT

Name and Address of Manager:

RENEE LEWIS
2 MARKET STREET, 6TH FLOOR PORTLAND, ME 04101

Date of Filing: May 31, 2007

Name and Capacity of Authorizing Party:

BETHANY A ROMA, OPERATIONS MANAGER

Maine Secretary of State



2006 Annual Report Electronic Filing Acknowledgment

For Limited Liability Companies on file as of December 31, 2005

Charter Number: 20051139DC
DCN Number: 2060019861972
Legal Name: VILLAGE AT LITTLE FALLS, LLC

Registered Agent and Registered Office:

PAUL E. PECK
ONE MONUMENT WAY
PORTLAND, ME 04101

Brief statement of the character of the business:

REAL ESTATE DEVELOPMENT

Name and Address of Manager:

RENEE LEWIS
25 PEARL STREET, 3RD FLOOR, PORTLAND, ME 04101

Date of Filing: July 12, 2006

Name and Capacity of Authorizing Party:

RENEE LEWIS, MANAGER

Maine Secretary of State



**2005 Annual Report
Electronic Filing Acknowledgment**

For Limited Liability Companies on file as of December 31, 2004

Charter Number: 20051139DC
DCN Number: 2050039865723
Legal Name: VILLAGE AT LITTLE FALLS, LLC

Registered Agent and Registered Office:

PAUL E. PECK
ONE MONUMENT WAY
PORTLAND, ME 04101

Brief statement of the character of the business:

REAL ESTATE DEVELOPMENT

Name and Address of Manager:

SCOTT P. LALUMIERE
25 PEARL STREET, 3RD FLOOR, PORTLAND, ME 04101

Date of Filing: June 2, 2005

Name and Capacity of Authorizing Party:

SCOTT P. LALUMIERE, MANAGER

DOMESTIC
LIMITED LIABILITY COMPANY
STATE OF MAINE
ARTICLES OF ORGANIZATION OF
LIMITED LIABILITY COMPANY

(Mark box only if applicable)

- ☐ This is a professional limited liability company** formed pursuant to 13 MRSA Chapter 22-A to provide the following professional services:

(type of professional services)

Electronic Filing Fee \$175.00

FILE NO. 20051139DC PAGES 2
FEE PAID \$ 175
DCN 2043001500020 LTLC
FILED
10/26/2004

Julia H. Flynn
Deputy Secretary of State

A True Copy When Attested By Signature

Deputy Secretary of State

Pursuant to 31 MRSA §622, the undersigned executes and delivers the following Articles of Organization of Limited Liability Company:

FIRST: The name of the limited liability company is

Village at Little Falls, LLC

(The name must contain one of the following: "Limited Liability Company", "L.L.C." or "LLC"; 31 MRSA §603-A.1)

SECOND: The name of its Registered Agent, an individual Maine resident or a corporation, foreign or domestic, authorized to do business or carry on activities in Maine, and the address of the registered office shall be:

Paul E. Peck

(name)

One Monument Way, Portland ME 04101

(physical location - street (not P.O. Box), city, state and zip code)

(mailing address if different from above)

THIRD: ("X" one box only)



A. The management of the company is vested in a member or members.



B. 1. The management of the company is vested in a manager or managers. The minimum number shall be 1 managers and the maximum number shall be 7 managers.

2. If the initial managers have been selected, the name and business, residence or mailing address of each manager is:

Name

Address

Scott P. Lalumiere

25 Pearl Street, Portland ME 04101

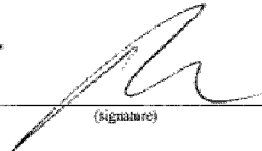


Names and addresses of additional managers are attached hereto as Exhibit ____, and made a part hereof.

FOURTH: Other provisions of these articles, if any, that the members determine to include are set forth in Exhibit ____ attached hereto and made a part hereof.

FORM NO. MLLC-6 (1 of 2)

Organizer(s)*


(signature)

(signature)

(signature)

DATED October 25, 2004

Paul E. Peck

(type or print name)

(type or print name)

(type or print name)

For Organizer(s) which are Entities

Name of Entity _____

By _____
(authorized signature) (type or print name and capacity)

Name of Entity _____

By _____
(authorized signature) (type or print name and capacity)

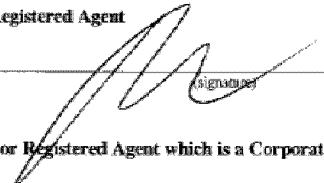
Name of Entity _____

By _____
(authorized signature) (type or print name and capacity)

Acceptance of Appointment of Registered Agent

The undersigned hereby accepts the appointment as registered agent for the above-named limited liability company.

Registered Agent


(signature)

DATED October 25, 2004

Paul E. Peck

(type or print name)

For Registered Agent which is a Corporation

Name of Corporation _____

By _____
(authorized signature) (type or print name and capacity)

Note: If the registered agent does not sign, Form MLLC-18 (31 MRSA §607.2) must accompany this document.

****Examples** of professional service corporations are accountants, attorneys, chiropractors, dentists, registered nurses and veterinarians. (This is not an inclusive list - see 13 MRSA §723.7)

*Articles **MUST** be signed by:

- (1) all organizers OR
- (2) any duly authorized person.

The execution of this certificate constitutes an oath or affirmation under the penalties of false swearing under 17-A MRSA §453.

Please remit your payment made payable to the Maine Secretary of State.

SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101
FORM NO. MLLC-6 (2 of 2) Rev. 8/1/2004 TEL. (207) 624-7740

CLOSING AGENDA

BUYER: HRC-VILLAGE AT LITTLE FALLS, LLC
SELLER: PIONEER CAPITAL CORPORATION
PURCHASE PRICE: \$395,000.00
CLOSING: November 30, 2006 at Jensen Baird Gardner & Henry
PROPERTY: Village at Little Falls, LLC Note and Mortgage

1. Purchase and Sale Agreement of Loan Documents
2. Assignment of Purchase and Sale Agreement of Loan Documents
3. Assignment of Note and Mortgage: Wells Fargo Foothill to Pioneer Capital Corporation
4. Assignment of Note and Mortgage: Pioneer Capital Corporation to HRC-Village at Little Falls, LLC AND original Promissory Note
5. Deed in Lieu of Foreclosure: Village at Little Falls, LLC to new Note holder, HRC-Village at Little Falls, LLC, and Transfer Tax Form
6. Discharge of Mortgage: HRC-Village at Little Falls, LLC to Village at Little Falls, LLC
7. Title Insurance Commitment *(original)*
8. Village at Little Falls, LLC
 - a) Action in Writing:
 - b) Incumbency Certificate
 - c) Certificate of Good Standing
9. HRC-Village at Little Falls, LLC
 - a) Action in Writing:
 - b) Incumbency Certificate
 - c) Certificate of Good Standing
10. Pioneer Capital Corporation
 - a) Action in Writing:
 - b) Incumbency Certificate
 - c) Certificate of Good Standing

VIL_RESP00108

11. Bill of Sale: Village at Little Falls, LLC to HRC-Village at Little Falls, LLC original
12. Transfer Membership Interest from Pioneer Capital corporation to HRC-Village at Little Falls, LLC
13. State of Maine Change of Registered Agent/Office for Village at Little Falls, LLC
14. Closing Statement

P:\MGC\CLIENTS\UBGH-FKNC\HRC-Village at Little Falls\Closing Agenda.doc

VIL_RESP00109

PIONEER CAPITAL CORPORATION

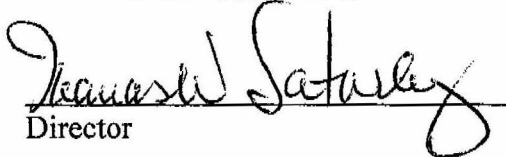
**Action Taken by Unanimous Written Consent
of Directors in Lieu of Special Meeting**

The undersigned, being all of the Directors of **PIONEER CAPITAL CORPORATION**, incorporated under the laws of Maine, hereby consent to the taking of, and hereby take the following action pursuant to 13-A M.R.S.A. § 711, without the formality of convening a meeting, such action to be effective on the date hereof.

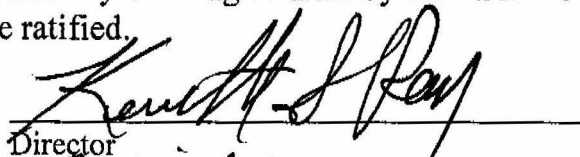
RESOLVED: That Kenneth Ray, President of the corporation is hereby authorized and empowered to sell that certain \$245,000 Promissory Note and mortgage securing the Note dated November 3, 2004 and recorded in said Registry of Deeds in Book 22051, Page 4; as assigned by the Corporation to Wells Fargo Foothill by Assignment of Mortgage dated November 3, 2004 and recorded in said Registry of Deeds in **Book 22052, Page 223**; and re-assigned by Assignment from Wells Fargo Foothill to the Corporation dated August 10, 2006 to be recorded in said Registry of Deeds; to HRC-Village at Little Falls, LLC for the amount of \$395,000, and to execute and deliver any instruments of conveyance, contracts, agreements, assents, covenants, acknowledgments, affidavits or instruments referred to within this resolution or otherwise that, in the opinion of said authorized Officer, deemed necessary or advisable in order to effect the purposes of this resolution.

RESOLVED: That all authorities and certificates, agreements including the identification of the Members and Managers, shall be continuing ones in full force and effect until a certificate of a duly adopted modifying or terminating Resolution of this Corporation; and that the Clerk of this Corporation is authorized to certify that these Resolutions have been duly adopted by its Directors in accordance with applicable law, its Articles of Incorporation and Operating Agreement, and any other agreement by which it is bound. All prior acts of the Officers or agents are ratified.

Dated: November 30, 2006


Director

Director


Director


Director


Director

**TRANSFER AND ASSIGNMENT OF
MEMBERSHIP INTEREST IN**

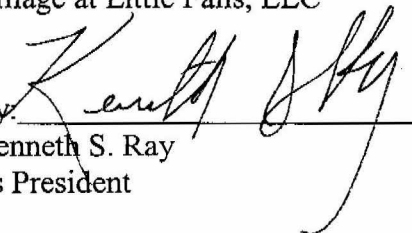
VILLAGE AT LITTLE FALLS, LLC

FOR VALUE RECEIVED this date, **Pioneer Capital Corporation** ("Transferor") hereby sells, assigns and transfers to **HRC-Village at Little Falls, LLC** all of its membership interest in Village at Little Falls, LLC, representing 100% of all outstanding membership interests (the "Membership Interest") and does hereby irrevocably constitute and appoint Paul E. Peck as attorney in fact to transfer said Membership Interest on the books of Village at Little Falls, LLC with full power of substitution in the premises.

Transferor covenants that it has good right, title, and interest in the Membership Interest being transferred hereunder, that it has the power and authority to convey same, that said Membership Interest is transferred free and clear of all liens, pledges, prior assignments and encumbrances and that it will warrant and defend said Membership Interest from the lawful title, lien or claim of any and all persons.

Dated: Nov. 30, 2006

Pioneer Capital Corporation,
Sole Member of
Village at Little Falls, LLC

By: 
Kenneth S. Ray
Its President

**JENSEN BAIRD
GARDNER-HENRY**

Attorneys at Law

TEN FREE STREET
P.O. BOX 4510
PORTLAND, MAINE 04112-4510
(207) 775-7271 (Phone)
(207) 775-7935 (Fax)

www.jbgh.com

KENNETH M. COLE III
NICHOLAS S. NADZO
FRANK H. FRYE
DAVID J. JONES
MICHAEL A. NELSON
RICHARD H. SPENCER, JR.
ALAN R. ATKINS
RONALD A. EPSTEIN
WILLIAM H. DALE
JOSEPH H. GROFF III
F. BRUCE SLEEPER

DEBORAH M. MANN
LESLIE E. LOWRY III
PATRICIA M. DUNN
MICHAEL J. QUINLAN
R. LEE IVY
FRANK K. N. CHOWDRY
NATALIE L. BURNS
SALLY J. DAGGETT
BRENDAN P. RIELLY
SUZANNE R. SCOTT
MARCIA G. CORRADINI

MERTON C. HENRY
JAMES E. KAPLAN
CRAIG E. FRANCIS
OF COUNSEL

RAYMOND E. JENSEN
(1908-2002)

KENNETH BAIRD
(1914-1987)

M. DONALD GARDNER
(1918-2008)

WALTER E. WEBBER
(1943-2006)

YORK COUNTY
OFFICE
11 MAIN STREET, SUITE 4
KENNEBUNK, MAINE 04043
(207) 985-4676 (Phone)
(207) 985-4932 (Fax)

November 30, 2006

Paul E. Peck, Esq.
One Monument Way
Portland, Maine 04101-4084

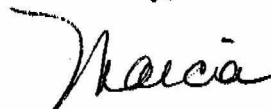
RE: Village at Little Falls, LLC

Dear Paul:

Enclosed please find copies of the Transfer and Assignment of Membership Interest in Village at Little Falls, LLC from Pioneer Capital Corporation to HRC-Village at Little Falls, LLC and a Change of Registered Agent/Office form filed with the Secretary of State. Please forward the Village at Little Falls, LLC corporate record book or give me or Frank a call and we will arrange to have it picked up.

Thanks for your assistance.

Sincerely,



Marcia G. Corradini

enc.

cc: HRC-Village at Little Falls, LLC
Kenneth Ray, Pioneer Capital Corporation

SEEN AND AGREED:



Kenneth S. Ray, President
Pioneer Capital Corporation

VIL_RESP00112

CLOSING STATEMENT

BUYER: HRC-VILLAGE AT LITTLE FALLS, LLC
SELLER: PIONEER CAPITAL CORPORATION
PROPERTY: Loan Documents from Village at Little Falls, LLC
CLOSING: November 30, 2006
Jensen Baird Gardner & Henry, Portland, Maine

SELLER'S STATEMENT

| | | |
|---|-----------------|----------------------|
| <u>Purchase Price:</u> | | \$395,000.00 |
| Less: | | |
| Wells Fargo Foothill | \$395,000.00 | |
| Jensen Baird Gardner & Henry - doc prep | \$ 270.00 | |
| Drummond & Drummond | \$ 500.00 | |
| Wire fee (out) | <u>\$ 20.00</u> | |
| | | (395,790.00) |
| DUE TO SELLER: | | (<u>\$ 790.00</u>) |

BUYER'S STATEMENT

| | | |
|--|-----------------|---------------------|
| <u>Purchase Price:</u> | | \$395,000.00 |
| Plus: Jensen Baird Gardner & Henry - legal | \$4,500.00 | |
| Jensen Baird Gardner & Henry - Title Insurance | \$1,185.00 | |
| Recording fee: | | |
| Deed in Lieu (VLF) | \$ 22.00 | |
| Assignment of Mortgage (2) | \$ 32.00 | |
| Discharge of Mortgage | \$ 16.00 | |
| Maine Secretary of State | \$ 35.00 | |
| Wire fee (in \$16 and out \$20) | <u>\$ 36.00</u> | |
| | | <u>\$ 5,876.00</u> |
| TOTAL DUE FROM BUYER: | | <u>\$400,876.00</u> |

VIL_RESP00113

Client: HRC-Village at Little Falls, LLC
File No. 18446.3

RECEIPTS

| | |
|--------|---------------|
| Buyer | \$400,876.00 |
| Seller | <u>790.00</u> |

TOTAL RECEIPTS

\$401,616.00

I. DISBURSEMENTS from Buyer funds

| | |
|--|--------------------|
| Jensen Baird Gardner & Henry: Legal (4500, 20, 16) | \$ 4,536.00 |
| Title Insurance | <u>\$ 1,185.00</u> |
| | \$ 5,721.00 |

| | |
|----------------------|--------------|
| Wells Fargo Foothill | \$395,000.00 |
|----------------------|--------------|

| | |
|--------------------------|----------|
| Maine Secretary of State | \$ 35.00 |
|--------------------------|----------|

| | |
|--|-----------------|
| Cumberland County Registry of Deeds (32, 16, 22) | <u>\$ 70.00</u> |
|--|-----------------|

| | |
|------------------------------|--------------|
| BUYER'S TOTAL DISBURSEMENTS: | \$400,826.00 |
|------------------------------|--------------|

II. DISBURSEMENTS from Seller funds

| | |
|--------------------------|-----------|
| Drummond & Drummond, LLP | \$ 500.00 |
|--------------------------|-----------|

| | |
|--|-----------------|
| Jensen Baird Gardner & Henry: doc prep | \$ 270.00 |
| Wire fee | <u>\$ 20.00</u> |
| | \$ 290.00 |

| | |
|-------------------------------|------------------|
| SELLER'S TOTAL DISBURSEMENTS: | <u>\$ 790.00</u> |
|-------------------------------|------------------|

TOTAL DISBURSEMENTS

\$401,616.00

BUYER:

HRC-Village at Little Falls, LLC

By: 

Printed Name

Its:

SELLER:

Pioneer Capital Corporation

By: 

Printed Name:

Its:

Client: HRC-Village at Little Falls, LLC
File No. 18446.3

| | |
|--------------------------------------|---------------------|
| Trust Account Balance 11/30/06 | \$543,964.00 |
| Less: Buyer's Closing costs (above) | (400,876.00) |
| Wire to Buyer | <u>(143,088.00)</u> |
| Trust Account Balance (post-closing) | \$ -0- |

VIL_RESP00115

ASSIGNMENT OF PURCHASE AND SALE AGREEMENT

This Assignment made this 30th day of November, 2006, by HUDSON REALTY CAPITAL FUND III LP, a Delaware limited partnership with a business address of 381 Park Avenue South, Suite 428, New York, NY 10016 ("Assignor"), in favor of HRC-VILLAGE AT LITTLE FALLS, LLC, a Maine limited liability company, with a principal place of business and mailing address of c/o Hudson Realty Capital, LLC, 381 Park Avenue South, Suite 428, New York, New York 10016 ("Assignee").

WITNESSETH:

WHEREAS, Assignor has entered into a Purchase and Sale Agreement of Loan Documents ("Agreement") with Pioneer Capital Corporation ("Seller") dated July 19, 2006 with respect to the Village at Little Falls, LLC Loan Documents dated November 3, 2004.

NOW THEREFORE, FOR VALUE RECEIVED, Assignor hereby assigns and conveys to Assignee all right, title and interest in and to said Agreement with respect to the Premises. Assignor agrees to execute all instruments required by Assignee to perfect and maintain such assignment and to obtain from all other parties to said Agreement written assents and acknowledgments to such assignment satisfactory to Assignee.

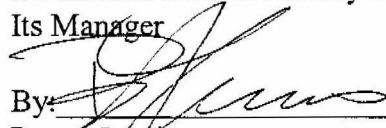
Assignor shall and does hereby agree to indemnify and to hold Assignee harmless of and from any and all liability, loss or damage which Assignee may or might incur under the Agreement or under or by reason of this Assignment and of and from any and all claims and demands whatsoever which may be asserted against Assignee by, reason of any alleged obligations or undertaking on Assignee's part to perform or discharge any of the terms or agreements contained in the Agreement. Should Assignee incur any such liability, loss or damage under the Agreement or under or by reason of this Assignment, or in the defense of any such claims or demands, the amount, thereof, including costs, expenses and reasonable attorney's fees, shall be secured hereby and Assignors shall reimburse Assignee therefor immediately upon demand.


IN WITNESS WHEREOF, Assignor has caused this instrument to be executed as of the date first written above.

Hudson Realty Capital Fund III LP,
a Delaware limited partnership

By HRC Principal Investors LLC, a
a Delaware limited liability company

By Hudson Realty Capital LLC, a
a Delaware limited liability company,
Its Manager

By: 
Renee Lewis
Its agent thereunto duly authorized


WITNESS

DEED IN LIEU OF FORECLOSURE

KNOW ALL PERSONS BY THESE PRESENTS, that **VILLAGE AT LITTLE FALLS, LLC**, a Maine limited liability company having its principal place of business in the City of Portland, County of Cumberland and State of Maine, in consideration of One Dollar (\$1.00) and other valuable consideration, paid by **HRC – VILLAGE AT LITTLE FALLS, LLC**, a Maine limited liability company whose mailing address is 25 Pearl Street, Portland, Maine 04101, the receipt whereof does hereby acknowledge, does hereby quitclaim with covenant to HRC-Village at Little Falls, LLC, its successors and assigns, a certain lot or parcel of land with buildings thereon, situated in the Town of Windham, County of Cumberland, and State of Maine, and located at 7-9 Depot Road, Windham, Maine; further described on the attached Exhibit A.

The purpose of this Deed is to convey the above-described property to HRC-Village at Little Falls, LLC in lieu of foreclosure of a certain Mortgage, Security Agreement, Lease Assignment and Financing Statement from Village at Little Falls, LLC to Pioneer Capital Corporation dated November 3, 2004 and recorded in the Cumberland County Registry of Deeds in **Book 22051, Page 4**.

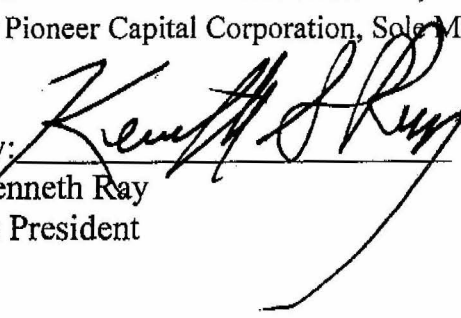
This Deed is made subject to the above-referenced Mortgage and said Mortgage shall survive this transfer and remains in place. This conveyance shall not act to merge the transferee's interest in the above-referenced real estate with the said Mortgage.

IN WITNESS WHEREOF, the said Village at Little Falls, LLC has caused this instrument to be signed and sealed by its Sole Member, Pioneer Capital Corporation, by Kenneth Ray, duly authorized, as of the 30th day of November, 2006.

Signed and Delivered
In the Presence of:

Witness

VILLAGE AT LITTLE FALLS, LLC
by Pioneer Capital Corporation, Sole Member

By: 
Kenneth Ray
Its President

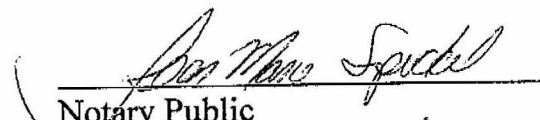
VIL_RESP00117

STATE OF MAINE
Cumberland, ss.

November 30, 2006

Then personally appeared the above-named Kenneth Ray, President of Pioneer Capital Corporation, Sole Member of Village at Little Falls, LLC and acknowledged the foregoing instrument to be his free act and deed and the free act and deed of said limited liability company.

Before me,



Notary Public
Printed Name: Jan Marie Spindel
My Commission Expires: 8/27/2013

P:\MGC\CLIENTS\BQH-FKNC\HRC-Village at Little Falls\DEED IN LIEU OF FORECLOSURE.doc

VIL_RESP00118

EXHIBIT A
LEGAL DESCRIPTION

LAND ON DEPOT ROAD, WINDHAM, MAINE

A certain lot or parcel of land in the Town of Windham, County of Cumberland, and State of Maine and being more particularly bounded and described as follows:

BEGINNING at the northeasterly corner of land N/F of George Wood, Book 16601, Page 217, Cumberland County Registry of Deeds (CCRD).

THENCE S 89° 07' 00" E along the southerly side of Depot Road 281.81 feet to a 1-inch iron pipe;

THENCE N 73° 29' 00" E along the southerly side of Depot Road 35.83 feet to a point. Said point being the northwesterly corner of land N/F of Joseph Kittrell as recorded in Book 16811, Page 99 (CCRD);

THENCE S 15° 32' 00" E along the westerly line of lands of said Kittrell 141.00 feet to a point;

THENCE S 41° 27' 00" E along the southwesterly line of land of said Kittrell 72.00 feet to an 1-inch iron rod;

THENCE N 75° 49' 00" E along the southerly line of land of said Kittrell 148.08 feet to a 1-inch iron pipe. Said iron pipe being the on the westerly right-of-way line of land owned by Maine Central Railroad;

THENCE southerly along said westerly right-of-way line of Maine Central Railroad being a curve to the right 101.02 feet to a point. Said curve has a radius of 1881.86', Chord Length of 101.01', and a Chord Bearing of S 08° 51' 14" W;

THENCE S 10° 23' 30" W along said westerly right-of-way line of said Maine Central Railroad 812.42 feet to a point;

Thence S 73° 03' 30" W along said westerly right-of-way line of said Maine Central Railroad 50.00 feet to a iron rod;

THENCE S 00° 40' 40" E along said westerly right-of-way line of said Maine Central Railroad 172.46 feet to a 4"x 4" concrete monument. Said point being a northeasterly corner of lands N/F of S.D. Warren Company as recorded in Book 3612, Page 25 CCRD;

THENCE N 79° 36' 30" W along a northeasterly line of said land of S.D. Warren Company 67.13 feet to a 4: x 4: concrete monument;

THENCE N 03° 58' 30" E along a easterly line of said land of S.D. Warren Company 606.62 feet to a 4" x 4" concrete monument;

THENCE N 42° 33' 00" W along a northeasterly line of said land of S.D. Warren Company 389.60 feet to a point;

THENCE N 77° 50' 00" W along northeasterly line of said land of S. D. Warren Company 34.72 feet. Said point being easterly of the S.D. Warren Co. power plant;

THENCE N 12° 27' 00" E along a easterly line of said land of S.D. Warren Company 58.74 feet to a drill hole;

THENCE N 77° 33' 00" W along northerly line of said land of S.D. Warren Company 99.6 feet to a point. Said point being the southeasterly corner of the remaining land of Lumas, Inc. as recorded in Book 18046, Page 32 CCRD. Said remaining lands of Lumas are proposed to be conveyed to Avesta Corporation;

THENCE N 15° 46' 30" E along said land of Lumas 192.79 feet to a 6" x 6" granite monument. Said point being the southeasterly corner of land of said Wood;

THENCE N 15° 46' 30" E along the easterly line of said Wood 59.97 feet to the POINT OF BEGINNING.

The basis of bearing for the above described parcel is 1969 Magnetic North.

The above described premises are shown on Plan entitled "Existing Conditions Plan of Keddy Mill" by Northeast Civil Solutions, dated November 6, 2003, recorded in said Registry of Deeds in Plan Book 204, Page 78.



0599900

RETTD

00

**MAINE REVENUE SERVICES
REAL ESTATE TRANSFER TAX
DECLARATION**

TITLE 36, M.R.S.A. SECTIONS 4641-4641N

PLEASE TYPE OR PRINT CLEARLY

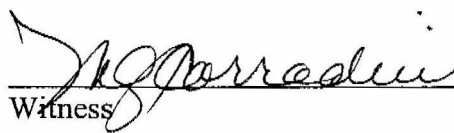
| | | | |
|---|---|--|---|
| 1. COUNTY CUMBERLAND | | DO NOT USE RED INK! | |
| 2. MUNICIPALITY/TOWNSHIP WINDHAM | | BOOK/PAGE—REGISTRY USE ONLY | |
| 3. GRANTEE/ PURCHASER | 3a) Name (LAST, FIRST, MI) HRC-VILLAGE AT LITTLE FALLS, LLC | | 3b) SSN or Federal ID 20-5557169 |
| | 3c) Name (LAST, FIRST, MI) C/O HUDSON REALTY CAPITAL, LLC | | 3d) SSN or Federal ID |
| | 3e) Mailing Address 381 PARK AVENUE SOUTH, SUITE 428 | | |
| | 3f) City NEW YORK | 3g) State NY | 3h) Zip Code 10016 |
| 4. GRANTOR/ SELLER | 4a) Name (LAST, FIRST, MI) VILLAGE AT LITTLE FALLS, LLC | | 4b) SSN or Federal ID 20-2954152 |
| | 4c) Name (LAST, FIRST, MI) C/O PIONEER CAPITAL CORPORATION | | 4d) SSN or Federal ID |
| | 4e) Mailing Address 25 PEARL STREET | | |
| | 4f) City PORTLAND | 4g) State ME | 4h) Zip Code 04101 |
| 5. PROPERTY | 5a) Map 38 Block - Lot 7 Sub-Lot - Check any that apply: <input type="checkbox"/> No tax maps exist <input type="checkbox"/> Multiple parcels <input type="checkbox"/> Portion of parcel | | 5b) Type of property—Enter the code number that best describes the property being sold . (See instructions) 5d) Acreage: |
| | 5c) Physical Location 7 DEPOT ST, WINDHAM | | |
| 6. TRANSFER TAX | 6a) Purchase Price (If the transfer is a gift, enter "0") 6a \$ 395000.00 | | |
| | 6b) Fair Market Value (enter a value only if you entered "0" in 6a) or if 6a) was of nominal value) 6b \$.00 | | |
| | 6c) Exemption claim - <input checked="" type="checkbox"/> Check the box if either grantor or grantee is claiming exemption from transfer tax and explain. 36 MRSA §4641-C (2) Deed in lieu of foreclosure | | |
| | 7. DATE OF TRANSFER (MM-DD-YYYY) MONTH - DAY - YEAR - | | |
| 8. WARNING TO BUYER—If the property is classified as Farmland, Open Space or Tree Growth, a Substantial financial penalty could be triggered by development, subdivision, partition or change in use. <input type="checkbox"/> CLASSIFIED | | 9. SPECIAL CIRCUMSTANCES—Were there any special circumstances in the transfer which suggest that the price paid was either more or less than its fair market value? <input type="checkbox"/> If yes, check the box and explain: | |
| 10. INCOME TAX WITHHELD—Buyer(s) not required to withhold Maine income tax because: <input checked="" type="checkbox"/> Seller has qualified as a Maine resident <input type="checkbox"/> A waiver has been received from the State Tax Assessor <input type="checkbox"/> Consideration for the property is less than \$50,000 | | 11. OATH Aware of penalties as set forth by Title 36 §4641-K, we hereby swear or affirm that we have each examined this return and to the best of our knowledge and belief, it is true, correct, and complete. Grantee(s) and Grantor(s) or their authorized agent(s) are required to sign below: Grantee [Signature] Date - Grantor [Signature] Date - Grantee - Date - Grantor - Date - | |
| 12. PREPARER | Name of Preparer JENSEN BAIRD GARDNER & HENRY Phone Number 207-775-7271 Mailing Address PO BOX 4510 E-Mail Address MCORRADINI@JBGH.COM PORTLAND, ME 04112-4510 | | |

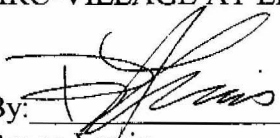
DISCHARGE OF MORTGAGE

KNOW ALL PERSONS BY THESE PRESENTS, that **HRC-VILLAGE AT LITTLE FALLS, LLC**, a Maine limited liability company having its principal place of business and mailing address at c/o Hudson Realty Capital, LLC, 381 Park Street South, Suite 428, New York, New York 10016, owner of a certain Mortgage, Security Agreement, Lease Assignment and Financing Statement given by **Village at Little Falls, LLC** to Pioneer Capital Corporation by mortgage dated November 3, 2004 and recorded in the Cumberland County Registry of Deeds in Book 22051, Page 4, as assigned by Pioneer Capital Corporation to Wells Fargo Foothill by Assignment of Mortgage dated November 3, 2004 and recorded in said Registry of Deeds in **Book 22052, Page 223**; and re-assigned by Assignment from Wells Fargo Foothill to Pioneer Capital Corporation dated August 10, 2006 to be recorded in said Registry of Deeds; and assignment by Pioneer Capital Corporation to HRC-Village at Little Falls, LLC of near or even date to be recorded in said Registry of Deeds, does hereby acknowledge the full payment and satisfaction of the same and of the debt thereby secured, and in consideration thereof it does hereby cancel and discharge said mortgage, and release unto the said Village at Little Falls, LLC, its successors and assigns forever the premises therein described.

IN WITNESS WHEREOF, HRC-VILLAGE AT LITTLE FALLS, LLC has caused this instrument to be executed by its duly authorized Manager, this 30th day of November 2006.

HRC-VILLAGE AT LITTLE FALLS, LLC

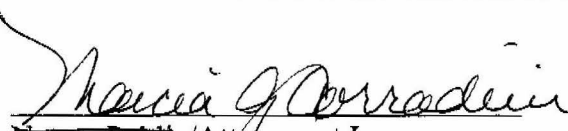

Witness

By: 
Renee Lewis
Its Manager

STATE OF MAINE
COUNTY OF CUMBERLAND

November 30, 2006

Personally appeared before me the above-named Renee Lewis as Manager of HRC-VILLAGE AT LITTLE FALLS, LLC and acknowledged the foregoing instrument to be his/her free act and deed in his/her said capacity and the free act and deed of HRC-VILLAGE AT LITTLE FALLS, LLC.


Notary Public/Attorney at Law
Print Name: Marcia G. Corradini
Commission Expires: _____

P:\MG\CLIENTS\UBGH-FKNC\HRC-Village at Little Falls\Discharge - mortgage.doc

VIL_RESP00122

VILLAGE AT LITTLE FALLS, LLC

**ACTION IN WRITING IN LIEU OF SPECIAL MEETING OF THE
MEMBERS AND MANAGERS**

WHEREAS, any action required or permitted to be taken at any meeting of the Members and Managers may be taken without a meeting if all of the Members and Managers consent thereto in writing, and the writing is filed with the minutes of the proceedings of the Limited Liability Company; and

WHEREAS, the undersigned constitute the Members and Managers of the Limited Liability Company; and

WHEREAS, the undersigned desire by this writing, filed with the minutes of the proceedings of the Limited Liability Company, to take various actions and to do so in lieu of holding a meeting of the Members and Managers and of the Limited Liability Company;

NOW, THEREFORE, the following is hereby adopted as an action taken by the Members and Managers of the Limited Liability Company:

VOTED: To authorize and empower any Manager or Member to convey that certain property at Depot Road, Windham, Maine conveyed by Lumas, Inc. to the Limited Liability Company by deed dated November 3, 2004 and recorded in the Cumberland County registry of Deed in Book 22051, Page 1 and mortgaged to Pioneer Capital Corporation by mortgage deed dated November 3, 2004 and recorded in said Registry of Deeds in Book 22051, Page 4; as assigned by Pioneer Capital Corporation to Wells Fargo Foothill by Assignment of Mortgage dated November 3, 2004 and recorded in said Registry of Deeds in **Book 22052, Page 223**; and re-assigned by Assignment from Wells Fargo Foothill to Pioneer Capital Corporation dated August 10, 2006 to be recorded in said Registry of Deeds; and assignment by Pioneer Capital Corporation to HRC-Village at Little Falls, LLC of near or even date to be recorded in said Registry of Deeds, and to execute in the Limited Liability Company name and to deliver any deeds, bills of sale, instruments of conveyance, contracts, agreements, assents, covenants, acknowledgments, affidavits or instruments referred to within this resolution or otherwise in the opinion of such Member or Manager so acting, deemed necessary or advisable in order to effect the purposes of this resolution.

VOTED: That all authorities and certificates, agreements including the identification of the Members and Managers, shall be continuing ones in full force and effect until a certificate of a duly adopted modifying or terminating Resolution of this Limited Liability Company; and that the Registered Agent of this Limited Liability Company is authorized to certify that these Resolutions have been duly adopted by its Members and Managers in accordance with applicable law, its Articles of Organization and

VIL_RESP00123

Operating Agreement, and any other agreement by which it is bound. All prior acts of the Member or agents are ratified.

VOTED: That 100% of membership rights of Members and all assets of the Limited Liability Company shall be sold to HRC-Village at Little Falls, LLC; and Members and Managers are authorized to execute such documents as shall be required for the transfer of membership and assets, which such authorization shall be continuing ones in full force and effect until delivery of a certificate of a duly adopted modifying or terminating Resolution of this Limited Liability Company prior to consummation of the sale; and that the Registered Agent of this Limited Liability Company is authorized to certify that these Resolutions have been duly adopted by its Members and Managers in accordance with applicable law, its Articles of Organization and Operating Agreement, and any other agreement by which it is bound. All prior acts of the Member or agents are ratified.

IN WITNESS WHEREOF, the undersigned has subscribed his name as of the 30th day of November, 2006.

MEMBERS:

Pioneer Capital Corporation

Donna Speidel
Witness

By: *Kenneth Ray*
Kenneth Ray
Its President

MANAGERS:

Shirley P. P. P.
Witness

Renee Lewis
Renee Lewis

HRC-VILLAGE AT LITTLE FALLS, LLC

ACTION IN WRITING IN LIEU OF SPECIAL MEETING OF THE SOLE MANAGER AND SOLE MEMBER

WHEREAS, any action required or permitted to be taken at any meeting of the Managers and Members may be taken without a meeting if all of the Managers and Members consent thereto in writing, and the writing is filed with the minutes of the proceedings of the Limited Liability Company; and

WHEREAS, the undersigned constitute the sole Manager and Member of the Limited Liability Company; and

WHEREAS, the undersigned desire by this writing, filed with the minutes of the proceedings of the Limited Liability Company, to take various actions and to do so in lieu of holding a meeting of the Manager and Member and of the Limited Liability Company;

NOW, THEREFORE, the following is hereby adopted as an action taken by the sole Manager and sole Member of the Limited Liability Company:

VOTED: To authorize and empower Renee Lewis, as Managing Director, to negotiate for the purchase of and to purchase that certain Village at Little Falls, LLC Promissory Note and Mortgage, secured by property located at 7 Depot Road, Windham, Maine (the "Property") from Pioneer Capital Corporation in accordance with the terms of that certain Purchase and Sale Agreement of Loan Documents dated July 19, 2006 by Hudson Realty Capital Fund, III, LP, as assigned to the Company, for a purchase price of \$395,000 and upon the terms and other conditions contained in said Agreement, if any, as said Managing Director so acting shall determine to be in the best interests of this Limited Liability Company and pursuant to this resolution, but not by way of limitation, said Managing Director so acting is further authorized and empowered to execute in the Limited Liability Company name and to deliver on behalf of this Limited Liability Company, contracts, transfer tax forms, and such other instruments, agreements, contracts as shall seem to said Managing Director so acting necessary or advisable in order to effect the foregoing; and further

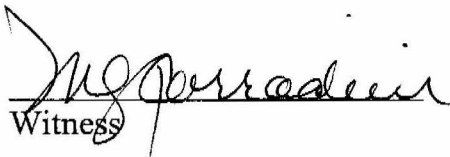
VOTED: That the Limited Liability Company shall and it hereby does assume, ratify, affirm and adopt that certain Purchase and Sale Agreement of Loan Documents and assignment of said Agreement to this Limited Liability Company; and further

VOTED: That Renee Lewis as Managing Director, is hereby authorized, empowered and

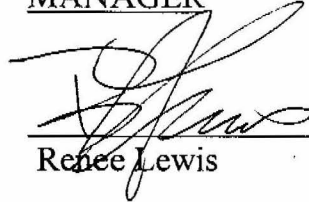
VIL_RESP00125

directed to do any and all things that may be necessary, convenient or advisable in connection with consummating the transactions contemplated by the Purchase and Sale Agreement of Loan Documents including, without limitation, the acceptance or execution and delivery of any and all documents related thereto.

IN WITNESS WHEREOF, the undersigned has subscribed his name as of the 30TH day of November, 2006.

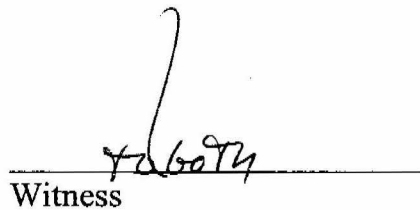

Witness

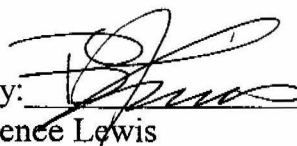
MANAGER


Renee Lewis

MEMBER

Hudson Realty Capital Fund III LP


Witness

By: 
Renee Lewis
Its Authorized Signatory

DISCHARGE OF MORTGAGE

KNOW ALL PERSONS BY THESE PRESENCE,

THAT MERRILL T. LASKEY and CARMELA P. LASKEY, of 1980 Thelma Drive, Winterhaven, Florida 33881-19887 owners and holders of a certain mortgage given by **Joseph Kittrell** to Merrill T. Laskey and Carmela P. Laskey and which original Mortgage was dated September 6, 2001 and recorded in Cumberland County Registry of Deeds Book 16811, Page 101, do hereby acknowledge that we have received full payment and satisfaction of the same and of the debt thereby secured, and in consideration thereof we hereby cancel and discharge said mortgage and release unto the said Joseph Kittrell his heirs and assigns forever the premises therein described.

IN WITNESS WHEREOF, MERRILL T. LASKEY and CARMELA P. LASKEY have hereunto set our hands and seals this 20th day of the month of March, A.D. 2006.

SIGNED, SEALED AND DELIVERED

IN THE PRESENCE OF

DL #6950038 state of Maine

Merrill T. Laskey
Merrill T. Laskey
Carmela P. Laskey
Carmela P. Laskey

DL #9333010 state of Maine

STATE OF FLORIDA

County of

Date: March 20, 2006

Then personally appeared the above named Merrill T. Laskey and Carmela P. Laskey and acknowledged the foregoing instrument to be their free act and deed.

Before me,

William B. Yates

Notary Public/Attorney at Law

William B. Yates

Printed Name

Commission Expires: 2-22-09

Received
Recorded Register of Deeds
Apr 07, 2006 12:29:50P
Cumberland County
John B OBrien



VIL_RESP00127

**JENSEN BAIRD
GARDNER HENRY**

Attorneys at Law

TEN FREE STREET
P.O. BOX 4510
PORTLAND, MAINE 04112-4510
(207) 775-7271 (Phone)
(207) 775-7935 (Fax)
www.jbgh.com

MERTON C. HENRY
WALTER E. WEBBER
JAMES E. KAPLAN
CRAIG E. FRANCIS
OF COUNSEL

RAYMOND E. JENSEN
(1908-2002)
KENNETH BAIRD
(1914-1987)
M. DONALD CARDNER
(1918-2003)

YORK COUNTY
OFFICE
11 MAIN STREET, SUITE 4
KENNEBUNK, MAINE 04043
(207) 985-4676 (Phone)
(207) 985-4932 (Fax)

KENNETH M. COLE III
NICHOLAS S. NADZO
FRANK H. FRYE
DAVID J. JONES
MICHAEL A. NELSON
RICHARD H. SPENCER, JR.
ALAN R. ATKINS
RONALD A. EPSTEIN
WILLIAM H. DALE
JOSEPH H. GROFF III
F. BRUCE SLEEPER
DEBORAH M. MANN

LESLIE E. LOWRY III
PATRICIA M. DUNN
MICHAEL J. QUINLAN
R. LEE IVY
FRANK K. N. CHOWDRY
NATALIE L. BURNS
SALLY J. DAGGETT
BRENDAN P. RIELLY
SUZANNE R. SCOTT
MARCIA G. CORRADINI
J. COLBY WALLACE
JASON W. GEORGITIS

April 6, 2006

Lawrence R. Sawyer, Esq.
Sawyer, Sawyer & Minott, P. A.
17 Storm Drive
P.O. Box 1177
Windham, ME 04062

RE: Joseph Kittrell/Merrill T. and Carmela Laskey

Dear Larry:

Enclosed please find the following payments:

1. Jensen, Baird, Gardner & Henry Check No. 5402 in the amount of \$98,681.48 for the principal and interest through March 20, 2006.

2. Lamber Coffin Check No. 6147 in the amount of \$258.51 for interest due through Monday, April 10, 2006.

This constitutes payment in full according to your letter to Paul Bulger, Esq. of March 20, 2006.

Very truly yours,



Suzanne R. Scott

Enclosures

cc: Paul S. Bulger, Esq.

BARNARD-MARQUIT CORPORATION

P.O. BOX 70
3 MAIN STREET
SOUTH WINDHAM, MAINE 04082

Telephone: 207-892-4000

Fax: 207-892-8500

CONFIDENTIAL

March 31, 1994

Mr. Dave Henkels
The Arbor Group
177 Milk Street
Boston, MA 02109

Re: Environmental Insurance Coverage

Dear Mr. Henkels:

Enclosed are additional test results which have been completed in the past.

Many of the items listed in the Phase I Study can be very easily removed from the property, such as the paint.

If we can be of any further assistance, please feel free to contact me.

Sincerely,

Lawrence J. Keddy
President

LJK/nlcp

Enclosures: 3

VIL_RESP00129



TRANSFORMER SERVICE, INC.

REGIONAL DR. • P.O. BOX 1077 • CONCORD, N.H. 03301-1077
(603) 224-4006

CONFIDENTIAL

October 2, 1987

Cumberland Corporation
South Windham,
Maine 04082

RE: PCB Analyses Results

Gentlemen:

The following are the results of the PCB Analyses performed on your 28 oil samples that were received in our Laboratory on September 2, 1987, and tested on September 24, 1987.

| <u>SAMPLE I.D.</u> | <u>PCB CONTENT (PPM)</u> | <u>SAMPLE I.D.</u> | <u>PCB CONTENT (PPM)</u> |
|--------------------|--------------------------|--------------------|--------------------------|
| 1 | *ND | 22 | *ND |
| 2 | *ND | 25 | *ND |
| 3 | *ND | 27 | *ND |
| 4 | *ND | 28 | *ND |
| 5 | *ND | 29 | *ND |
| 6 | *ND | 30 | *ND |
| 7 | *ND | 31 | 2 |
| 8 | *ND | 32 | *ND |
| 10 | 6 | 34 | *ND |
| 11 | *ND | 36 | 3 |
| 13 | *ND | 37 | 7 |
| 15 | 3 | 38 | 3 |
| 16 | *ND | 39 | *ND |
| 19 | *ND | 40 | *ND |

*ND - NON-DETECTABLE

(Continued)

VIL_RESP00130

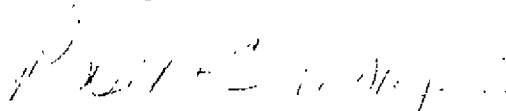
Cumberland Corporation
October 2, 1987
Page 2

Based on the PCB results performed on these sample, we are enclosing 28 BLUE "NON PCB" labels for your to affix to these items.

Should you have any questions concerning these results, please do not hesitate to contact me at our office.

Thank you for giving us this opportunity to be of service to you.

Sincerely,



Robert E. Thompson
Sales Representative

RET/ksl

Enclosures

VIL_RESP00131

CONFIDENTIAL

PCB RESULTS

== =====

Job #: 24247 Batch #: 1

Customer: MR. HARRY THOMPSON

City: FRYEBURG

State: ME

Date Collected: 04/06/93

Date Received: 04/12/93

DATE COMPLETED: 04/21/93

Time Collected: 15:30

By: HARRY THOMPSON

| Ln# | Sample ID | Matrix | PPM | PPB | ug/100cmsq |
|-----|-----------|--------|-----|-----|------------|
| 1 | HT #1 | SOIL | 6 | | |
| 2 | HT #2 | SOIL | <2 | | |
| 3 | HT #3 | SOIL | <2 | | |
| 4 | HT #4 | SOIL | <2 | | |
| 5 | HT #5 | SOIL | <2 | | |
| 6 | HT #6 | SOIL | <2 | | |
| 7 | HT #7 | SOIL | 3 | | |
| 8 | HT #8 | SOIL | 3 | | |
| 9 | HT #9 | SOIL | 4 | | |
| 10 | HT #10 | SOIL | <2 | | |

MATRIX

Oil, Soil, Wipe
Water

METHOD

ASTM D4059
EPA 608

Authorized Signature

Barbara J. Porter

Laboratory Director
04/22/93

'PPM' = PCB's in Parts per Million

'PPB' = PCB's in Parts per Billion

'ug/100cmsq' = PCB's in Micro Grams per 100 Square Centimeters

VIL_RESP00132



NORTHEAST TEST CONSULTANTS

CONFIDENTIAL

March 11, 1993

Mr. Bob Smith
Accurate Abatement, Inc.
306 Warren Avenue
Portland, ME 04103

Re: NTC Job # 4773-6
P.O.# Verbal

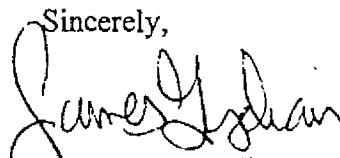
Dear Mr. Smith:

Please find attached the analysis results for the bulk samples received on March 8, 1993.

Analysis for the asbestos type and approximate percentage by volume was performed by Optical Microscopy at 100 X magnification utilizing Polarized Light and dispersion staining techniques.

Should you have any questions regarding the analysis results, please give me a call.

Sincerely,


James G. Guzelian
General Manager

Attachment

JGG/sea

VIL_RESP00133



NORTHEAST TEST CONSULTANTS

587 SPRING STREET
WESTBROOK, MAINE 04092
(207) 854-3939

CONFIDENTIAL

BULK SAMPLE IDENTIFICATION REPORT

Client:

ACCURATE ABATEMENT
306 WARREN AVENUE
PORTLAND, ME. 04103

P.O. #

VERBAL

NTC Job #

4773-6

Report Date

03/11/93

| NTC Sample # | Field Sample # | Sample Designation | Analysis Result |
|--------------|----------------|---|---|
| 74715 | A | BETHEL OIL TANK | <p><u>GROSS EXAMINATION:</u></p> <p>Color: BROWN/YELLOW/SILVER</p> <p>Homogeneous _____ Layered <u>Y</u></p> <hr/> <p><u>ASBESTOS TYPE AND PERCENT:</u></p> <p>NO ASBESTOS DETECTED</p> <hr/> <p><u>OTHER FIBROUS COMPONENTS & PERCENT:</u></p> <p>1% CELLULOSE FIBERS</p> <hr/> <p><u>NONFIBROUS MATRIX MATERIALS & PERCENT:</u></p> <p>2% MINERAL BINDERS 3% MINERAL FILLER 94% SYNTHETIC GLASS</p> |
| | | <p>NTC SAMPLE # 74715</p> <p>LAB # 83068001</p> | |

Analysis
Method

Interim Method for the Determination of Asbestos
in Bulk Insulation Samples
EPA 600/M4-82-020

This report refers only to the sample analyzed and is not necessarily denotative of the quality or condition of overtly identical or similar products. This report is submitted and approved for the private use of the client to whom it is addressed. It is not to be used, in part or in whole, in any advertising without prior written authorization from NTC. Sample types, locations and collection proprieties are based upon the information provided by the persons submitting them and, unless collected by NTC personnel, we explicitly disclaim any knowledge and liability for the accuracy of this data. All rights reserved by Northeast Test Consultants, Westbrook, Maine. This analytical report is provided by NTC and does not indicate endorsement by NVLAP or any agency of the U. S. Government.

| | Date | Name |
|-------------|----------|----------------|
| Sampled By | 03/10/93 | CLIENT |
| Analyzed By | 03/10/93 | L.J. KARELS |
| Approved By | 03/11/93 | S.R. BROADHEAD |

VIL RESP00134



NORTHEAST TEST CONSULTANTS

587 SPRING STREET
WESTBROOK, MAINE 04092
(207) 854-3939

CONFIDENTIAL

BULK SAMPLE IDENTIFICATION REPORT

Client:

ACCURATE ABATEMENT
306 WARREN AVENUE
PORTLAND, ME, 04103

P.O. #

VERBAL

NTC Job #

4773-6

Report Date

03/11/93

NTC Sample #

Field Sample #

Sample Designation

Analysis Result

74716

8

BETHEL
BOILER

GROSS EXAMINATION:

Color: GRAY

Homogeneous Y Layered

ASBESTOS TYPE AND PERCENT:

NO ASBESTOS DETECTED

OTHER FIBROUS COMPONENTS & PERCENT:

98% MINERAL WOOL

NONFIBROUS MATRIX MATERIALS & PERCENT:

2% MINERAL FILLER

NTC SAMPLE #
74716

LAB #
B3068002

Analysis
Method

Interim Method for the Determination of Asbestos
in Bulk Insulation Samples
EPA 600/M4-82-020

This report refers only to the sample analyzed and is not necessarily denotative of the quality or condition of overtly identical or similar products. This report is submitted and approved for the private use of the client to whom it is addressed. It is not to be used, in part or in whole, in any advertising without prior written authorization from NTC. Sample types, locations and collection proprieties are based upon the information provided by the persons submitting them and, unless collected by NTC personnel, we explicitly disclaim any knowledge and liability for the accuracy of this data. All rights reserved by Northeast Test Consultants, Westbrook, Maine. This analytical report is provided by NTC and does not indicate endorsement by NVLAP or any agency of the U. S. Government.

| | Date | Name |
|-------------|----------|----------------|
| Sampled By | 03/10/93 | CLIENT |
| Analyzed By | 03/10/93 | L.J. MARLES |
| Approved By | 03/11/93 | S.R. BROADHEAD |

VIL RESP00135



NORTHEAST TEST CONSULTANTS

587 SPRING STREET
WESTBROOK, MAINE 04092
(207) 854-3939

CONFIDENTIAL

BULK SAMPLE IDENTIFICATION REPORT

| Client: | | P.O. # | NTC Job # | Report Date |
|--|----------------|--------------------------------------|--|-------------|
| ACCURATE ABATEMENT 306 WARREN AVENUE PORTLAND, ME. 04103 | | VERBAL | 4773-6 | 03/11/93 |
| NTC Sample # | Field Sample # | Sample Designation | Analysis Result | |
| 74717 | C | BETHEL INSULATION OF NEW BUILDING | <u>GROSS EXAMINATION:</u> Color: YELLOW Homogeneous <u>Y</u> Layered <u> </u> | |
| | | | <u>ASBESTOS TYPE AND PERCENT:</u> NO ASBESTOS DETECTED | |
| | | | <u>OTHER FIBROUS COMPONENTS & PERCENT:</u> 98% MINERAL WOOL | |
| | | | <u>NONFIBROUS MATRIX MATERIALS & PERCENT:</u> 2% MINERAL FILLER | |
| | | NTC SAMPLE # 74717 | LAB # B3068003 | |

Analysis
Method

Interim Method for the Determination of Asbestos
in Bulk Insulation Samples
EPA 600/M4-82-020

This report refers only to the sample analyzed and is not necessarily denotative of the quality or condition of overtly identical or similar products. This report is submitted and approved for the private use of the client to whom it is addressed. It is not to be used, in part or in whole, in any advertising without prior written authorization from NTC. Sample types, locations and collection proprieties are based upon the information provided by the persons submitting them and, unless collected by NTC personnel, we explicitly disclaim any knowledge and liability for the accuracy of this data. All rights reserved by Northeast Test Consultants, Westbrook, Maine. This analytical report is provided by NTC and does not indicate endorsement by NVLAP or any agency of the U. S. Government.

| | Date | Name |
|-------------|----------|-----------------|
| Sampled By | 03/10/93 | CLIENT |
| Analyzed By | 03/10/93 | L. J. MARLER |
| Approved By | 03/11/93 | S. R. BROADHEAD |

VIL-RESP00136



NORTHEAST TEST CONSULTANTS

March 11, 1993

Mr. Bob Smith
Accurate Abatement, Inc.
306 Warren Avenue
Portland, ME 04103

Re: NTC Job # 4773-6
P.O.# Verbal

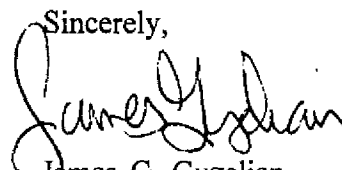
Dear Mr. Smith:

Please find attached the analysis results for the bulk samples received on March 8, 1993.

Analysis for the asbestos type and approximate percentage by volume was performed by Optical Microscopy at 100 X magnification utilizing Polarized Light and dispersion staining techniques.

Should you have any questions regarding the analysis results, please give me a call.

Sincerely,



James G. Guzelian
General Manager

Attachment

JGG/sea

VIL_RESP00137



NORTHEAST TEST CONSULTANTS

587 SPRING STREET
WESTBROOK, MAINE 04092
(207) 854-3939

BULK SAMPLE IDENTIFICATION REPORT

Client:

ACCURATE ABATEMENT
306 WARREN AVENUE
PORTLAND, ME. 04103

P.O. #

VERBAL

NTC Job #

4773-6

Report Date

03/11/93

NTC Sample #

74715

Field Sample #

A

Sample Designation

BETHEL
OIL TANK

Analysis Result

GROSS EXAMINATION:

Color: BROWN/YELLOW/SILVER

Homogeneous _____ Layered Y

ASBESTOS TYPE AND PERCENT:

NO ASBESTOS DETECTED

OTHER FIBROUS COMPONENTS & PERCENT:

1% CELLULOSE FIBERS

NONFIBROUS MATRIX MATERIALS & PERCENT:

2% MINERAL BINDERS

3% MINERAL FILLER

94% SYNTHETIC GLASS

NTC SAMPLE #
74715

LAB #
B3068001

Analysis
Method

Interim Method for the Determination of Asbestos
in Bulk Insulation Samples
EPA 600/M4-82-020

This report refers only to the sample analyzed and is not necessarily denotative of the quality or condition of overtly identical or similar products. This report is submitted and approved for the private use of the client to whom it is addressed. It is not to be used, in part or in whole, in any advertising without prior written authorization from NTC. Sample types, locations and collection properties are based upon the information provided by the persons submitting them and, unless collected by NTC personnel, we explicitly disclaim any knowledge and liability for the accuracy of this data. All rights reserved by Northeast Test Consultants, Westbrook, Maine. This analytical report is provided by NTC and does not indicate endorsement by NVLAP or any agency of the U. S. Government.

| | Date | Name |
|-------------|----------|----------------|
| Sampled By | 03/10/93 | CLIENT |
| Analyzed By | 03/10/93 | J. J. MARELS |
| Approved By | 03/11/93 | S.R. BROADHEAD |

VIL-RESP00138



NORTHEAST TEST CONSULTANTS

587 SPRING STREET
WESTBROOK, MAINE 04092
(207) 854-3939

BULK SAMPLE IDENTIFICATION REPORT

Client:

ACCURATE ABATEMENT
306 WARREN AVENUE
PORTLAND, ME. 04103

P.O. #

VERBAL

NTC Job #

4773-6

Report Date

03/11/93

NTC Sample #

74716

Field Sample #

8

Sample Designation

BETHEL
BOILER

Analysis Result
GROSS EXAMINATION:

Color: GRAY

Homogeneous Y Layered

ASBESTOS TYPE AND PERCENT:

NO ASBESTOS DETECTED

OTHER FIBROUS COMPONENTS & PERCENT:

98% MINERAL WOOL

NONFIBROUS MATRIX MATERIALS & PERCENT:

2% MINERAL FILLER

NTC SAMPLE #
74716

LAB #
83068002

**Analysis
Method**

Interim Method for the Determination of Asbestos
in Bulk Insulation Samples
EPA 600/M4-82-020

This report refers only to the sample analyzed and is not necessarily denotative of the quality or condition of overtly identical or similar products. This report is submitted and approved for the private use of the client to whom it is addressed. It is not to be used, in part or in whole, in any advertising without prior written authorization from NTC. Sample types, locations and collection proprieties are based upon the information provided by the persons submitting them and, unless collected by NTC personnel, we explicitly disclaim any knowledge and liability for the accuracy of this data. All rights reserved by Northeast Test Consultants, Westbrook, Maine. This analytical report is provided by NTC and does not indicate endorsement by NVLAP or any agency of the U. S. Government.

| | Date | Name |
|-------------|----------|----------------|
| Sampled By | 03/10/93 | CLIENT |
| Analyzed By | 03/10/93 | J. J. HADLEY |
| Approved By | 03/11/93 | S.R. BROADHEAD |

VH-RESP00139



NORTHEAST TEST CONSULTANTS

587 SPRING STREET
WESTBROOK, MAINE 04092
(207) 854-3939

BULK SAMPLE IDENTIFICATION REPORT

| | | | |
|--|-----------------------------|--------------------------------|------------------------------------|
| Client: ACCURATE ABATEMENT 306 WARREN AVENUE PORTLAND, ME. 04103 | P.O. # VERBAL | NTC Job # 4773-6 | Report Date 03/11/93 |
|--|-----------------------------|--------------------------------|------------------------------------|

| NTC Sample # | Field Sample # | Sample Designation | Analysis Result |
|--------------|----------------|--------------------------------------|---|
| 74717 | C | BETHEL INSULATION OF NEW BUILDING | <u>GROSS EXAMINATION:</u> Color: YELLOW Homogeneous <u>Y</u> Layered _____ <hr/> <u>ASBESTOS TYPE AND PERCENT:</u> NO ASBESTOS DETECTED <hr/> <u>OTHER FIBROUS COMPONENTS & PERCENT:</u> 98% MINERAL WOOL <hr/> <u>NONFIBROUS MATRIX MATERIALS & PERCENT:</u> 2% MINERAL FILLER |

Analysis
Method

Interim Method for the Determination of Asbestos
in Bulk Insulation Samples
 EPA 600/M4-82-020

This report refers only to the sample analyzed and is not necessarily denotative of the quality or condition of overtly identical or similar products. This report is submitted and approved for the private use of the client to whom it is addressed. It is not to be used, in part or in whole, in any advertising without prior written authorization from NTC. Sample types, locations and collection properties are based upon the information provided by the persons submitting them and, unless collected by NTC personnel, we explicitly disclaim any knowledge and liability for the accuracy of this data. All rights reserved by Northeast Test Consultants, Westbrook, Maine. This analytical report is provided by NTC and does not indicate endorsement by NVLAP or any agency of the U. S. Government.

| | Date | Name |
|-------------|----------|--------------------------|
| Sampled By | 03/10/93 | CLIENT |
| Analyzed By | 03/10/93 | VIL MAR RESP00140 |
| Approved By | 03/11/93 | S.R. BROADHEAD <i>SR</i> |



NORTHEAST TEST CONSULTANTS

587 SPRING STREET
WESTBROOK, MAINE 04092
(207) 854-3939

BULK SAMPLE IDENTIFICATION REPORT

| Client: | | P.O. # | NTC Job # | Report Date |
|--|----------------|--------------------------------------|--|-------------|
| ACCURATE ABATEMENT 306 WARREN AVENUE PORTLAND, ME. 04103 | | VERBAL | 4773-b | 03/11/93 |
| NTC Sample # | Field Sample # | Sample Designation | Analysis Result | |
| 74718 | 0 | BETHEL INSULATION OF OLD BUILDING | <u>GROSS EXAMINATION:</u> Color: DARK BROWN Homogeneous <u>Y</u> Layered <u> </u> | |
| | | | <u>ASBESTOS TYPE AND PERCENT:</u> NO ASBESTOS DETECTED | |
| | | | <u>OTHER FIBROUS COMPONENTS & PERCENT:</u> 98% MINERAL WOOL | |
| | | | <u>NONFIBROUS MATRIX MATERIALS & PERCENT:</u> 2% MINERAL FILLER | |
| | | NTC SAMPLE # 74718 | LAB # B3068004 | |

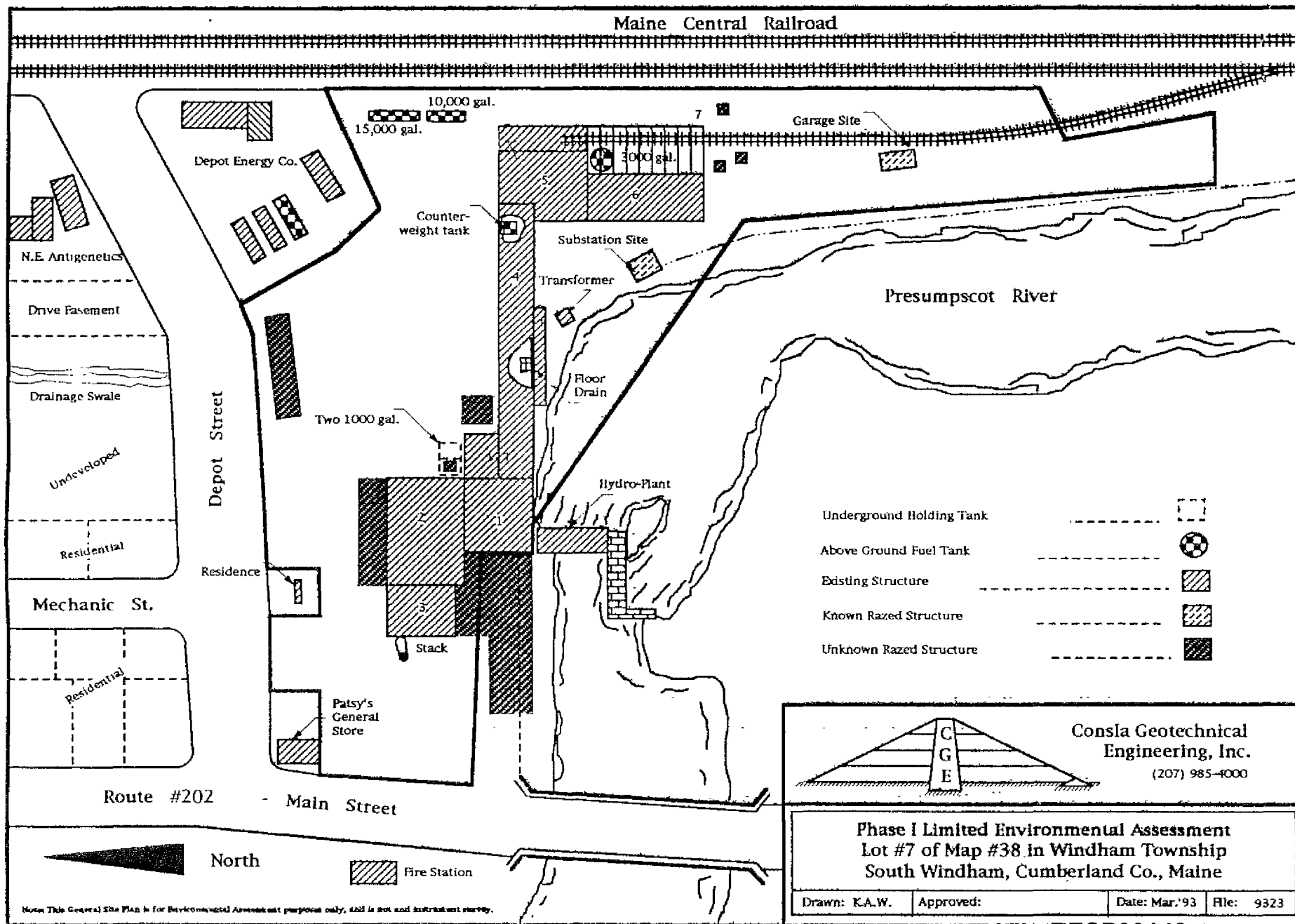
Analysis Method

Interim Method for the Determination of Asbestos
in Bulk Insulation Samples
 EPA 600/M4-82-020

This report refers only to the sample analyzed and is not necessarily denotative of the quality or condition of overtly identical or similar products. This report is submitted and approved for the private use of the client to whom it is addressed. It is not to be used, in part or in whole, in any advertising without prior written authorization from NTC. Sample types, locations and collection proprieties are based upon the information provided by the persons submitting them and, unless collected by NTC personnel, we explicitly disclaim any knowledge and liability for the accuracy of this data. All rights reserved by Northeast Test Consultants, Westbrook, Maine. This analytical report is provided by NTC and does not indicate endorsement by NVLAP or any agency of the U. S. Government.

| | Date | Name |
|-------------|----------|----------------|
| Sampled By | 03/10/93 | CLIENT |
| Analyzed By | 03/10/93 | J. J. MARLES |
| Approved By | 03/11/93 | S.R. BROADHEAD |

VIL-RESP00141



VIL_RESP00142
Figure No. 2



TRANSFORMER SERVICE, INC.

REGIONAL DR. • P.O. BOX 1077 • CONCORD, N.H. 03301-1077
(603) 224-4006

October 2, 1987

Cumberland Corporation
South Windham,
Maine 04082

RE: PCB Analyses Results

Gentlemen:

The following are the results of the PCB Analyses performed on your 28 oil samples that were received in our Laboratory on September 2, 1987, and tested on September 24, 1987.

| <u>SAMPLE I.D.</u> | <u>PCB CONTENT (PPM)</u> | <u>SAMPLE I.D.</u> | <u>PCB CONTENT (PPM)</u> |
|--------------------|--------------------------|--------------------|--------------------------|
| 1 | *ND | 22 | *ND |
| 2 | *ND | 25 | *ND |
| 3 | *ND | 27 | *ND |
| 4 | *ND | 28 | *ND |
| 5 | *ND | 29 | *ND |
| 6 | *ND | 30 | *ND |
| 7 | *ND | 31 | 2 |
| 8 | *ND | 32 | *ND |
| 10 | 6 | 34 | *ND |
| 11 | *ND | 36 | 3 |
| 13 | *ND | 37 | 7 |
| 15 | 3 | 38 | 3 |
| 16 | *ND | 39 | *ND |
| 19 | *ND | 40 | *ND |

*ND - NON-DETECTABLE

(Continued)

VIL_RESP00143

Cumberland Corporation
October 2, 1987
Page 2

Based on the PCB results performed on these sample, we are enclosing 28 BLUE "NON PCB" labels for your to affix to these items.

Should you have any questions concerning these results, please do not hesitate to contact me at our office.

Thank you for giving us this opportunity to be of service to you.

Sincerely,



Robert E. Thompson
Sales Representative

RET/ksl

Enclosures

VIL_RESP00144

BARNARD-MARQUIT CORPORATION

P.O. BOX 70
3 MAIN STREET
SOUTH WINDHAM, MAINE 04082

Telephone: 207-892-4000

Fax: 207-892-8500

March 31, 1994

Mr. Dave Henkels
The Arbor Group
177 Milk Street
Boston, MA 02109

Re: Environmental Insurance Coverage

Dear Mr. Henkels:

Enclosed are additional test results which have been completed in the past.

Many of the items listed in the Phase I Study can be very easily removed from the property, such as the paint.

If we can be of any further assistance, please feel free to contact me.

Sincerely,

Lawrence J. Keddy
President

LJK/nlcp

Enclosures: 3

VIL_RESP00145

TRANSFORMER SERVICE, INC.
Concord, NH

Page 1

PCB RESULTS

=== =====

Job #: 24247 Batch #: 1

Customer: MR. HARRY THOMPSON

City: FRYEBURG

State: ME

Date Collected: 04/06/93

Date Received: 04/12/93

DATE COMPLETED: 04/21/93

Time Collected: 15:30

By: HARRY THOMPSON

| Ln# | Sample ID | Matrix | PPM | PPB | ug/100cmsq |
|-----|-----------|--------|-----|-----|------------|
| 1 | HT #1 | SOIL | 6 | | |
| 2 | HT #2 | SOIL | <2 | | |
| 3 | HT #3 | SOIL | <2 | | |
| 4 | HT #4 | SOIL | <2 | | |
| 5 | HT #5 | SOIL | <2 | | |
| 6 | HT #6 | SOIL | <2 | | |
| 7 | HT #7 | SOIL | 3 | | |
| 8 | HT #8 | SOIL | 3 | | |
| 9 | HT #9 | SOIL | 4 | | |
| 10 | HT #10 | SOIL | <2 | | |

MATRIX

Oil, Soil, Wipe
Water

METHOD

ASTM D4059
EPA 608

Authorized Signature

Barbara J. Porter

Laboratory Director
04/22/93

'PPM' = PCB's in Parts per Million

'PPB' = PCB's in Parts per Billion

'ug/100cmsq' = PCB's in Micro Grams per 100 Square Centimeters

VIL_RESP00146

BARNARD-MARQUIT CORPORATION

P.O. BOX 70
3 MAIN STREET
SOUTH WINDHAM, MAINE 04082

Telephone: 207-892-4000

Fax: 207-892-8500

March 29, 1994

Mr. Dave Henkels
The Arbor Group
177 Milk Street
Boston, MA 02109

Re: Environmental Insurance Coverage

Dear Mr. Henkels:

I enclose two Phase I Studies and a PCB Study to assist you in providing us with information on the above coverage.

The reports raise issues that are not relevant; they are merely trying to increase the price of a Phase II Study if it is determined to be needed.

I will await your response.

Sincerely,



Lawrence J. Keddy
President

LJK/nlcp

Enclosures: 3

VIL_RESP00147

Consla Geotechnical Engineering, Inc.



- Geotechnical Engineering
- Site Exploration
- Environmental Engineering
- Geologic & Hydrogeologic Investigation

18 March 1993

File No. 9323

Preti, Flaherty, Beliveau & Pachios
443 Congress Street
Portland, ME 04101

Attention: Mr. Harold C. Pachios

Subject: Phase I Limited Environmental Assessment
Lot No. 7 of Map 38
Windham Township
South Windham, Cumberland County, Maine

Dear Mr. Pachios:

As requested by Mr. Laurence Keddy, we have completed our Phase I Limited Environmental Assessment of the subject property. This assessment provides our professional opinion relative to the potential for subsurface site contamination from toxic and or hazardous waste materials. Environmental in the context of this report does not include an ecological evaluation of the resources of the site. Further limitations of this Phase I Limited Environmental Assessment are discussed in the attachment form. This report documents our findings and presents our preliminary level engineering conclusions.

I. HISTORICAL INFORMATION:

Location and Description: The subject property is located in Lot No. 7 of Map 38 in the Windham Township, Cumberland County, Maine. The property boundary survey referenced during this environmental assessment of the subject property was prepared for National Metal Converters and performed by Owen Haskell, Inc., and signed on June 19, 1974 by Mr. Steven S. Shaw State of Maine land surveyor registration no. 779.

The subject property is accessible from Main Street (Maine State Route No. 202) to the west, Depot Street to the north, the Maine Central Railroad line to the east, and the Presumpscot River to the south.

Available Town History: Based on our review of the township of Windham property assessor's record and base map, the subject property is currently owned by Mr. Lawrence J. Keddy and has been since 17 January 1978. National Metal Convertors of Windham, Inc. owned the subject property between 2 January 1975 and 17 January 1978. Mr. Lawrence J. Keddy owned the property between 16 May 1974 and January 1975. Park Corporation owned the subject property between 28 August 1973 and May of 1974. Grinnell Corporation owned the subject property between 17 October 1969 and August of 1973. Keddy Manufacturing Company owned the subject property between 6 June 1961 and October of 1969.

Drainage and Waterbodies: Based on our review of the 1952 Gorham, Maine U.S.G.S. Map (Figure 1), the subject property appears to slope south and west down-gradient to the Presumpscot River.

Based on our review of the Hydrogeological Survey of Significant Sand and Gravel Aquifers in Cumberland County, co-published by the U.S.G.S. and MDEP no mapped significant sand and gravel groundwater aquifers exist within the site area.

According to the Cumberland County U.S.D.A. soil survey, the subject property is likely composed primarily of cut and fill land which consists of excavated soil materials and bedrock from highways, airports and building sites that have been redistributed in adjacent areas to likely depths ranging from 2 to 15 feet. The materials consist of a mixture of sandy, clayey, silty, cobbly and gravelly material.

Because of the variability of the soil material at any one location, on-site investigation is needed to determine the type of material in-place. The northern adjacent property consists of scantic silt loam. This soil is wet throughout the year while permeability is moderate in the upper part of the horizon and slow to very slow in the lower part. Runoff is slow and available water capacity is high.

II. SITE OBSERVATION:

Structures: The main buildings within the subject property are as detailed in Figure 2 of the attachments. The following information is based on our site observations and review of the 1976 Town of Windham commercial properties appraisal report prepared by United Appraisals of East Hartford, Connecticut.

Building No. 1 (old manufacturing and offices) is a two-story building with a full basement constructed of concrete block and reinforced concrete framing totaling approximately 14,600 sq. ft. in area, and likely built in the 1920's.

Building No. 2 (forge and remelt shop) is a single-story, high roof, brick and concrete block building, approximately 9,300 sq. ft. in area, built in the early 1900's, remodeled in the 1960's.

Building No. 3 (old boiler house) is a single-story, high roof, brick building, approximately 4,700 sq. ft. in area, with a large slab, coal hopper, and smoke stack, all built in the early 1900's.

Building No. 4 (old melt building) is a two-story, reinforced concrete framed building, approximately 24,000 sq. ft. in area with two, 1,000 sq. ft., reinforced concrete framed out-buildings, all built in the early 1920's.

Building No. 5 (old storage and manufacturing) is a two-story, brick building 13,200 sq. ft. building and a one-story, reinforced concrete framed addition approximately 2,500 sq. ft. in area. The main building was constructed in approximately 1910.

Building No. 6 (old press building) is a one-story, steel frame building, approximately 4,800 sq. ft. in area, with a one-story, steel framed addition, approximately 1,600 sq. ft. in area apparently built in the 1960's.

Building No. 7 is a single-story, steel framed, overhead rail crane bay with no listed date of construction.

Our representative was accompanied by the building shop foreman, Mr. Bruce Crawford, and the following observations and comments regarding the subject facility are based on Mr. Crawford's site knowledge of the property history, and the observations of our representative during the site visits on 2 and 16 March 1993.

The first floor of Building No. 1 is currently in use as a small mechanical repair shop. The second floor is unoccupied office space. The basement portion of Building No. 1 is also unoccupied space previously utilized as a reinforcing steel manufacturing building. A large bay of 8 reinforced concrete above-ground tanks were observed in this area which were apparently utilized for cooling water storage.

Building No. 2 is currently unoccupied and contained two large, oil fired remelt furnaces and reinforcing steel manufacturing equipment.

Building No. 3 is currently unoccupied and abandoned due to a roof collapse. Therefore a walk-through of this portion of the subject building was not conducted due to the unstable condition of the structure and extensive snow cover within the interior portions of the building.

Building No. 4 is a large, two-story, 300-foot long section of the subject facilities that is currently unoccupied and utilized as storage space for a variety of heavy machinery related to the previous steel manufacturing operation, and mechanical equipment belonging to Mr. Lawrence Keddy. One large floor drain was observed in the basement portion of Building 4 along the southwestern end adjacent to the Presumpscot River. The outfall location is unknown. A large above-ground steel crane counterweight tank observed in the northeastern corner of Building 4 had been adapted for use as a fuel oil tank. The tank apparently is not currently in use and contains a small quantity of oily sludge in its bottom. Also observed within the basement portion of this facility were a number of mechanical metal hammer units founded upon a large reinforced concrete slab. Behind the hammers were large oily stains on the northern wall of the Building which were described as a bond breaker spray composed of oil and graphite. This material apparently was contained in small metal box tanks on the north wall and piped down to the mechanical hammer units.

Building No. 5 is currently unoccupied and in use as storage for mechanical equipment from the previous steel mill shop including a large steam generator on the first floor of the facility. The main heating fuel pump for the entire building was located in the northwest corner of Building No. 5 at its intersection with Building No. 4. This pump was located on the first floor, with a large petroleum stain residue around the perimeter of the pump system (all located on a concrete deck).

Building No. 6 is currently in use as a heavy equipment storage area. There were no visible signs of petroleum stains on the floor slab in this area.

Building No. 7 is a large, open-top rail crane bay. Included in the northwest corner of the bay was a large, round, 3,000-gallon, above-ground petroleum storage tank. The tank is constructed on a reinforced concrete slab with reinforced concrete walls on four sides. No floor drains are known to exist within the area. However it must be noted that during our walk-through of this area approximately 2-feet of snow cover was observed on and around the tank obstructing our view of

surficial conditions. Also observed within this area was a railroad spur branch of the Maine Central Railroad track located along the eastern boundary of the subject property.

Grounds: An attempt was made to walk-through the grounds of the subject property, specifically the substation pad site and above-ground fuel storage tanks site. However due to the extensive snow cover on-site at the time of our site visit a visual assessment of surfical conditions was not practicable.

Utilities: According to the shop foreman, Mr. Bruce Crawford, the subject buildings are serviced by an off-site water supply system and sewage is contained in two underground, 1,000-gallon holding tanks located near the southeast corner of Building No. 2. At the time of our site visit the sewage tank lines were reportedly frozen and not operational.

Heating and Fueling Systems: Building No. 1 of the subject facility is the only portion currently occupied and in use, and is heated by a fuel oil fired, forced hot air furnace. The fuel tanks for this area consist of small 275-gallon and 55-gallon fuel tanks located within the first floor portion of the building and constructed on a concrete slab. Also observed within Building No. 1 was a single 55-gallon drum used for waste oil. There were also a number of one-gallon and five-gallon gasoline containers within the shop area, utilized for small equipment fueling.

The remaining portions of the subject facility (Building Nos. 2 through 7) were not heated at the time of our site visit. However, the buildings heating fuel distribution system design apparently was as follows:

The 10,000 and 15,000-gallon above-ground fuel tanks located in the northeast corner of the subject property are the primary sources of heating fuel. The distribution pipe system enters the building somewhere along the northeast corner presumably in the area of the fuel pump observed in the northeast corner of Building No. 4 adjacent to the old above-ground counterweight tank observed on the main floor. Once inside the building the fuel oil conduit runs along the north wall of Building No. 4 on the main floor, branching off into Building Nos. 1 and 2. Since Building No. 3 was abandoned due to the collapse of the roof and extensive snow cover no inspection of this area was made. The fuel source for Building Nos. 5 and 6 appears to be a 3,000-gallon above-ground tank located in the northwest corner of Building No. 7.

Adjacent Properties: At the time of our site visit the adjacent properties to the north across Depot Street, to the west across Main Street (Route No. 202), and to the east across the Maine Central Railroad line were all observed to be developed residentially with the following exceptions.

The northwestern outparcel of the subject site is developed with a large, two-story structure currently occupied by Patsy's Country Store and Video Rental and appeared to be developed residentially on the second story. There were two large propane tanks observed, above-ground, along the northeast corner of the building and no other fuel source was visible from the road.

The north central outparcel was observed to be developed residentially with a small manufactured home and at the time of our site visit no heating fuel tanks were visible from the road.

The northeastern outparcel of the subject property is developed as the Depot Energy Company a commercial vendor of coal and fuel oil. At the time of our reconnaissance we observed a large L-shaped, wood-frame building along the eastern boundary, a large rectangular, wood-frame building along the southern boundary, one large above-ground tank and two railroad cars along the western boundary of the Depot Energy outparcel.

The adjacent property west of the subject site across Main Street (Route No. 202) is the South Windham Fire Company truck storage building. An active underground fuel storage tank reportedly exists on this parcel, according to town officials.

The nearby adjacent property due north of Depot Energy across Depot Street is the New England Antigenetics facility and a large self-storage facility.

Historically Mr. Bruce Crawford recalled the Depot Energy property as utilized as the Maine Central Railroad loading house station. Furthermore, Mr. Crawford recalled that the New England Antigenetics and self-storage property were previously occupied by a large lumber mill and warehouse.

The adjacent abutters south and southwest of the subject property are the Presumpscot River, and the S.D. Warren Hydroelectric Plant located off of the southwest corner of Building No. 1 of the subject property.

Site Plan Review: The following information is based on our review of the site plan of the subject property dated June 1974 referenced above. The western access to the subject property off of Route No. 202 is noted as a gravel drive which branches off to the right along a 30-foot wide right-of-way into the main entrance of Building No. 1 and the S.D. Warren Hydroelectric Plant. The left hand branch of the drive runs north into a large gravel parking lot adjacent to Building No. 2 and accessible from Depot Street on two locations east and west of the residential outparcel. There are noted signs of building encroachment from the northwest outparcel onto the subject property.

A second gravel driveway enters the subject property from Depot Street along the western boundary of the northeast outparcel, which branches to the west into a small parking lot entering a large roll-up door located on the northeast corner of Building No. 2. The second branch extends along the eastern boundary around Building Nos. 5 and 7 accessing Building No. 5 on its northeast corner and Building No. 4 on its southeast corner. A large concrete foundation is noted adjacent to the Depot Street entrance of this drive as well as a small drainage ditch which appears to run east to west along the northern boundary with the northeast outparcel and into the catch basin.

Also noted on the site plan is a 24-inch culvert extending under the Maine Central Railroad near the northeast corner of the subject site and draining westward into the above mentioned drainage ditch and catch basin. Also noted in the southeast portion of the site was a small garage building approximately 270 feet south of Building No. 7 which was not observed during our site reconnaissance, possibly due to snow cover.

Also noted within the subject property was a large electrical substation located approximately 50 feet west of Building No. 6 and 100 feet south of Building No. 4 adjacent to the Presumpscot River. The main electrical lines run north and south parallel to the river. This substation structure was also not visible at the time of our site reconnaissance.

Aerial Photographs: Aerial photographs were examined utilizing 10X magnification to study the land use within and in the vicinity of the subject site to gather clues regarding previous activities or businesses that could have affected soil or ground water quality.

A 15 April 1986 photograph (with a scale of 1 in. = 1,000 ft.) shows the subject property and adjacent surrounding properties developed as observed during our site reconnaissance with the following exceptions. Four long rectangular objects and one large square object is visible near the northeast corner of Building No. 2. According to Mr. Crawford who also inspected

VIL_RESP00154

the aerial photographs, the rectangular object were trailer truck storage bins used for scrap metals and materials. The square object apparently is the old counterweight tank currently inside Building No. 4 and in use as a petroleum storage tank. Mr. Crawford also indicated that the old counterweight tank was not utilized as a petroleum storage tank when it was outside the facility.

Also observed in this area was a large square slab adjacent to Building No. 4 with material stored on top. According to Mr. Crawford the materials were scrap wood materials and fencing. The large rectangular concrete slab noted in the above mentioned plan survey review along Depot Street was visible. Mr. Crawford's indicated that the old slab was possibly the site of a shipping building during the early 1900's and later utilized a warehouse facility. The garage building noted on the site plan was not visible in this aerial photograph. However a small structure was visible just north of the old garage location which according to Mr. Crawford was a 40-foot box container used for storing heavy equipment, parts and tires. The small transformer pad observed adjacent to Building No. 4 during our site reconnaissance is visible as is the old substation pad. The adjacent surrounding properties appeared developed as observed during our site reconnaissance.

A 1 May 1976 aerial photograph (with a scale 1 In. = 1,000 Ft.) shows the subject property essentially developed as observed in the previous aerial photograph with the following exceptions. The roof of Building No. 3 did not appear to have collapsed at the time of this photograph. There are visible signs of stored materials adjacent to and north of Building No. 4 and adjacent to and east of Building No. 2 which are unknown with the exception of a large cylindrical object which Mr. Crawford indicated was a large propane fuel tank. A small gravel roadway accesses the subject site from the northeastern outparcel and runs along the eastern boundary. The garage building noted in the site plan review is visible in the southwestern quarter of the subject site and there are visible signs of unknown stored materials along the eastern side of the building. There are also a number of large unknown objects immediately south of Buildings No. 6 and 7.

The adjacent surrounding properties appear to be developed as observed during our site visit with the following exceptions:

The two railroad cars, one above-ground tank and small rectangular building are not visible as noted during our site reconnaissance within the northeastern outparcel. The site appears to be in use for other purposes. There are a number of large square and rectangular objects where the building tank and railroad cars are located. These objects are currently unknown.

VIL_RESP00155

A 11 May 1962 aerial photograph (with a scale of 1 in. = 800 ft.) shows the subject property essentially developed as observed in previous aerial photographs with the following exceptions. The garage building in the southeast quarter is not visible in this aerial photograph and building No. 6 and 7 do not appear to have been built in 1962. The Building No. 6 and 7 area adjacent to the train track spur appears to be in use as a large storage area of unknown materials as well as a number (4 or 5) of small square structures also unknown. This area does not appear to be paved. The large 3,000-gallon petroleum tank is not visible nor are the 10,000 and 15,000-gallon tanks observed in previous aerial photographs adjacent to and northeast of Building No. 5. The substation pad site is clearly visible southwest of Building No. 5 and a drainage ditch running down to the river's edge appears to emanate from the southeast end of Building No. 4. An additional large building pad is visible north of Building No. 2 adjacent to Depot Street. There is also a large unknown rectangular object on the concrete pad adjacent to and north of Building No. 4 as well as a smaller square structure at the location of the current underground holding tanks. The small electrical transformer pad is not visible adjacent to and south of Building No. 4.

The adjacent surrounding properties appear essentially unchanged from previous aerial photographs with the following exceptions. The adjacent northeastern outparcel is developed with only one building (the smaller portion of the L-shaped building observed previously). There are a number of large square objects within the southern portion of this outparcel as previously observed and approximately 50 to 60 automobiles parked within the property. Also clearly visible in the northern adjacent undeveloped track of land across Depot Street is a large south drainage ditch terminating at Depot Street. According to Mr. Crawford this drainage ditch flows into an underground culvert constructed under the subject property and Building No. 4 and terminates in the Presumpscot River. However the outfall was not visible at the time of our site reconnaissance. The southern adjacent Hydroelectric Plant building is not visible in this photograph and only the dam structure appears to be in place.

The 2 June 1953 aerial (with a scale of 1 in. = 2,640 ft.) shows the subject property developed as observed in previous aerial photographs with the following exceptions. There is a large rectangular extension of Building No. 1 along the Presumpscot River extending west of the main building towards Route No. 202 as well as a large rectangular extension of Building No. 2 northward towards Depot Street. There is a large stand of trees visible in the western quarter of the subject property adjacent to the northwestern outparcel and Route 202 which obstructs the view of this area. There are no structures visible in the area of the old garage however there is a circular drive extending out into this section of the subject property. There are a